

RHODE ISLAND COMMERCE CORPORATION

AGENDA

FEBRUARY 22, 2106

PUBLIC SESSION

1. To consider for approval Public Session minutes. (TAB 1)
2. To consider for approval principles and guidelines for the Small Business Assistance Program. (TAB 2)
3. To consider for approval providers for the Small Business Assistance Program (See Exhibit A, which follows, for additional detail).* (TAB 3)
4. To consider the application of Trade Area Systems, Inc. (“TAS”) for tax credits under the Qualified Jobs Incentive Tax Credit program (See Exhibit A, which follows, for additional detail).* (TAB 4)
5. To consider the application of Waldorf Capital Management/CBWC Holdings I, LLC (“Waldorf”) for tax credits under the Rebuild Rhode Island Tax Credit program (See Exhibit A, which follows, for additional detail).* (TAB 5)
6. To consider the application of Case Mead Association, LLC (“Case Mead”) for tax credits under the Rebuild Rhode Island Tax Credit program (See Exhibit A, which follows, for additional detail).* (TAB 6)
7. To consider for approval Executive Session minutes.** (TAB 7)
8. To consider for approval the engagement of Jones Lang Lasalle in relation to a transit hub project. (TAB 8)
9. To discuss amended bylaws for the Corporation. (TAB 9)

* Board members may convene in Executive Session pursuant to R.I. Gen. Laws §§ 42-46-5(a)(7) to discuss this Agenda item.

** Board members may convene in Executive Session pursuant to R.I. Gen. Laws §§ 42-46-5(a)(7) and (a)(2) to discuss this Agenda item

TAB 1

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

February 22, 2015

APPROVED

VOTED: To approve the Public Session minutes as presented to the Board.

RHODE ISLAND COMMERCE CORPORATION

MEETING OF DIRECTORS PUBLIC SESSION

The Board of Directors of the Rhode Island Commerce Corporation (the "Corporation") met on January 25, 2016, in Public Session, beginning at 5:00 p.m. at the offices of the Corporation, located at 315 Iron Horse Way, Suite 101, Providence, RI 02908, pursuant to the public notice of meeting, a copy of which is attached hereto as **Exhibit A**, as required by applicable Rhode Island law.

The following Directors were present and participated throughout the meeting as indicated:, Governor Gina M. Raimondo, Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly Michael F. McNally, Ronald O'Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Directors absent were: Bernard V. Buonanno III and George Nee

Also present were: Secretary of Commerce Stefan Pryor, Darin Early, Wade Gibson, Jeremy Licht and Thomas Carlotto.

1. CALL TO ORDER AND OPENING REMARKS

Ronald O'Hanley called the meeting to order at 5:04 p.m. indicating that a quorum was present.

2. TO CONSIDER FOR APPROVAL PUBLIC SESSION MINUTES FOR THE MEETINGS HELD DECEMBER 21, 2015 AND JANUARY 4, 2016

Upon motion duly made by Mr. McNally and seconded by Ms. Toledo-Vickers, the following vote was adopted:

VOTED: To approve the Public Session Minutes for the meetings held on December 21, 2015 and January 4, 2016.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly, Michael F. McNally, Ronald O'Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Voting against the foregoing were: None.

- 3. TO CONSIDER THE EXECUTIVE SESSION MINUTES FOR THE MEETING HELD ON JULY 25, 2015.**
- 4. TO CONSIDER THE APPLICATION OF BOURNE AVENUE CAPITAL PARTNERS FOR TAX CREDITS UNDER THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM.**
- 5. TO CONSIDER THE APPLICATION OF JOHN M. CORCORAN & CO., FOR TAX CREDITS UNDER THE REBUILD RHODE ISLAND TAX CREDIT PROGRAM.**
- 6. TO CONSIDER AN AWARD TO THE CITY OF PROVIDENCE UNDER THE TAX STABILIZATION INCENTIVE PROGRAM**

Secretary Pryor noted that the applications which would be described were the first applications under the Rebuild Rhode Island Tax Credit program and the Tax Stabilization Incentive program and thanked Messrs. Early and Saglio and the staff for their hard work.

Secretary Pryor briefly explained the importance of the Tax Stabilization Incentive Program for projects where tax stabilization was essential to the economic viability of the projects but where a municipality might not otherwise be inclined to forego revenue to the extent sought. The Tax Stabilization Incentive program provides a grant of up to 10% of the amount of foregone revenue to provide an incentive to municipalities to provide the requested tax stabilization.

Secretary Pryor also emphasized the importance of residential projects such as those proposed for the Rebuild Rhode Island Tax Credit program as evidenced by recently received reports from consultants HR&A and Brookings.

Mr. Early briefly described the analysis that the team had applied to the projects and introduced Mr. Saglio.

Mr. Saglio first described the Rebuild Rhode Island Tax Credit Projects; the mixed use project consisting of 39 residential units and commercial retail space at 93 Cranston Street in Providence proposed by Bourne Avenue Capital Partners and 93 Cranston LLC; and the residential project proposed by John M. Corcoran & Co., at the corner of Smith and Canal Streets in Providence. Mr. Saglio noted that the proposals included taxpayer protection mechanisms.

Mr. McNally asked what assurances there were that the projects would not go forward "but for" the requested assistance, and Mr. Saglio described the analysis conducted to verify the need.

Mr. Saglio went on to describe the application by the City of Providence under the Tax Stabilization Incentive program related to the development of an extended-stay hotel at 111 Fountain Street by the Procaccianti Group.

Upon motion duly made by Ms. Sams and seconded by Mr. Hebert, the following vote was adopted:

VOTED: That pursuant to Rhode Island General Laws Sections 42-46-5(a)(2) and 42-46-5(a)(7) to enter into executive session to approve the Executive Session minutes for the meeting held on July 25, 2015 and to consider a question of the investment of public funds.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly, Michael F. McNally, Ronald O'Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Voting against the foregoing were: None

The Board, counsel and staff entered into closed session at 5:20 p.m.

The Public Session reconvened at 5:56 p.m..

Governor Raimondo had joined the meeting during the closed session and assumed the chairmanship.

Upon motion duly made by Mr. Wadensten and seconded by Mr. Hebert, the following vote was adopted:

VOTED: To have the minutes of the Executive Session not be made available to the public, except as to such portions of the minutes as the Board ratified and reports in Public Session of this meeting.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly, Michael F. McNally, Ronald O'Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Voting against the foregoing were: None

Mr. O'Hanley asked how the taxpayers would be protected in the event of "upside" in the project. Mr. Saglio indicated that there was a mechanism that had been negotiated that if the project outperforms financial expectations the taxpayers will share in that return. Secretary Pryor noted that this was an accomplishment.

Ms. Sams noted that while the programs were primarily incentives, she wanted to know, regarding the economic analysis related to the projects, how the Corporation was going to capture the economic impact of the projects and how that data would be captured.

Secretary Pryor responded that the programs actually have two goals: stimulus of economic activity and to create a vibrant 24/7 live/work environment in Providence. In so doing the projects would catalyze economic activity generally and create an environment conducive to business. Mr. Saglio then explained the specific methods by which costs would be verified over the five-year course of the disbursement of the tax credits and that there would be a regular dialogue with the developers during that period. Secretary Pryor noted that there would be no flow of funds until a certificate of occupancy was issued for the projects and that this was a built in protection that the hard asset would be created before the funds begin to flow from the state.

Upon motion duly made by Ms. Toledo-Vickers and seconded by Mr. O'Hanley, the following vote was adopted:

VOTED: To approve the application of Bourne Avenue Capital Partners/93 Cranston, LLC for tax credits under the Rebuild Rhode Island Tax Credit program

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly, Michael F. McNally, Ronald O'Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Voting against the foregoing were: None.

A copy of the Resolution is attached hereto as **Exhibit B.**

Upon motion duly made by Ms. Toledo-Vickers and seconded by Mr. Hebert, the following vote was adopted:

VOTED: To approve the application of John M. Corcoran & Co. for tax credits under the Rebuild Rhode Island Tax Credit program

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly, Michael F. McNally, Ronald O'Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Voting against the foregoing were: None.

A copy of the Resolution is attached hereto as **Exhibit C.**

Upon motion duly made by Mr. O’Hanley and seconded by Mr. Hebert, the following vote was adopted:

VOTED: To approve the application of the City of Providence for an award under the Tax Stabilization Incentive program

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly, Michael F. McNally, Ronald O’Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Voting against the foregoing were: None.

A copy of the Resolution is attached hereto as **Exhibit D**.

Before moving to the next agenda item, the Governor paused to thank the staff for their hard work in quickly developing regulations and bringing applications before the Board under the Rebuild Rhode Island Tax Credit and Tax Stabilization Incentive programs, which had only been approved by the General Assembly in June of 2015.

Secretary Pryor also thanked the principals of the applicants for attending the meeting and for their hard work in bringing the programs to fruition.

7. TO CONSIDER FOR APPROVAL PRINCIPLES AND GUIDELINES IN RELATION TO GRANT PROGRAMS.

The Governor introduced Jeremy Licht to elaborate upon the principles and guidelines.

Mr. Licht noted that the principles and guidelines for grant proposals were similar to the principles and guidelines previously approved at the December Board meeting for the Rebuild Rhode Island Program and the Qualifying Jobs Tax Credit program. He then went on to describe the principles relating to application completeness and consistency, program eligibility, risk assessment, outcome measurement and reporting.

Mr. O’Hanley commented that he thought the guidelines were outstanding and professional and show that we mean business.

Mr. Hebert noted that the guidelines were consistent with those approved in December and emphasized the importance of consistency.

Dr. Carriuolo noted that the Outcomes Measurement section, number 4, was really good but suggested that in number 5 it would be better to add outcome measures in the annual reports.

Mr. Licht noted that the provision was drafted to require reporting of activities, but that outcomes should also be reported.

Upon motion duly made by Mr. Hebert and seconded by Ms. Kaplan, the following vote was adopted:

VOTED: To approve the Grant Application Review and Evaluation Principles, amended as proposed by Dr. Carriuolo.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly, Michael F. McNally, Ronald O'Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Voting against the foregoing were: None.

A copy of the Grant Application Review and Evaluation Principles is attached hereto as **Exhibit E**.

8. TO CONSIDER FOR APPROVAL AWARDS UNDER THE INNOVATION VOUCHER PROGRAM IN THE AGGREGATE AMOUNT OF UP TO \$500,000.00.

Secretary Pryor gave a brief overview of the Innovation Voucher program noting that it enables companies seeking R&D assistance to connect with universities and other partners in order to carry out their work. He noted that companies had scaled back R&D activities in the wake of the Great Recession and that the program was aimed at connecting Rhode Island businesses with universities, medical centers and other institutions that enable companies to carry out their R&D externally.

Secretary Pryor referred the Board members to the Brookings Report, a central observation of which was that while Rhode Island has great research institutions, the connections to private industry are too few and too weak. In citing the report Secretary Pryor noted that its description of Rhode Island's R&D enterprise as "uneven" was a kindness as Rhode Island has punched below its weight in R&D activity. Secretary Pryor noted that the program was oversubscribed and he recognized Christine Smith to further describe the applications.

Ms. Smith presented slides describing the program and the process and noted that each grant cannot exceed \$50,000.00 and that the applicants must be Rhode Island businesses of 500 or fewer employees. Ms. Smith further noted that the Governor had announced the program in November 2015, and that staff set a deadline of early January 5, 2016 for applications so that they could complete their review and present the applications to this meeting. They received 34 applications, totaling requests of \$1.4 million in funding, approximately three times the amount allocated. Staff recommends applications totaling just over \$450,000, having reviewed the applications and consulted with the Directors of Investments, Client Services and Financial Services.

Ms. Smith briefly described the applications and the industries represented, including aquaculture, defense, clean energy, biomedical, aerospace and robotics.

Mr. Wadensten noted that the applications presented a great array of companies.

The Governor noted that it was good not to have all our eggs in one basket and it was good to have a broad portfolio with a relatively small amount of money at risk.

Ms. Toledo-Vickers noted that 11 of 34 application were recommended and asked how many of the remaining 23 applications had incomplete applications or were otherwise not ready, and how many of them, if more money had been budgeted, would have been added to this cycle.

Ms. Smith said that all 34 applications had some degree of promise, that three applications were incomplete but that the 31 that were complete all presented interesting projects, but that some projects failed to tell their whole story and that staff would be getting back to them to tell them how they could strengthen their applications, and that were there more money, at least a dozen, with some tweaking, would be viable, while others were just at a very early stage.

Mr. Early noted that the applications that weren't being recommended would have to mature their concepts or clarify how they will be working with their partner institutions, and noted that the team would be working with the applicants to implement such improvements.

Ms. Toledo-Vickers said that the beauty of the program was that it brings real life projects into the universities and gives students a chance to work in real life projects outside of academia.

The Governor observed that the Brookings Report indicates that Rhode Island, while having good patents per capita, college graduates per capita and lots of higher education, is deficient in industry/academic collaboration.

Ms. Lovejoy inquired as to the process for obtaining more funding for the program and the Governor indicated that it would have to come from the General Assembly.

Mr. Wadensten observed that the Board's work on these incentive programs was similar to the Toyota Obeya system and noted that during his tenure on the board through two administrations he had not seen the current level of activity, and suggested that similar to the obeya system, posters showing the approved applications for the several programs might be added to the boardroom walls as a reminder of the Board's activities.

As Rhode Island College was involved with one of the applications, Dr. Carriuolo recused herself from voting on the matter.

Upon motion duly made by Mr. Wadensten and seconded by Ms. Toledo-Vickers, the following vote was adopted:

VOTED: To approve the recommended awards under the Innovation Voucher program.

Voting in favor of the foregoing were: Dr. Nancy Carriuolo, Tim Hebert, Mary Jo Kaplan, Jason Kelly, Michael F. McNally, Ronald O'Hanley, Donna M. Sams, Vanessa Toledo-Vickers, Mary Lovejoy and Karl Wadensten.

Voting against the foregoing were: None.

Dr. Carriuolo, as noted above, recused herself.

A copy of the Resolution is attached hereto as **Exhibit F**.

The Governor encouraged the members of the Board to review the Brookings Report if they had not already done so, as it provides a diagnosis of what has gone wrong in Rhode Island, in particular with regard to its advanced industries, and makes recommendations as to what may be done to improve advanced industries.

Vote to Adjourn.

There being no further business in Public Session, the meeting was adjourned by unanimous consent at 6:27 p.m., upon motion made by Mr. Hebert and seconded by Mr. Wadensten.

Thomas Carlotto, Secretary

EXHIBIT A

MEETING MINUTES JANUARY 25, 2016

RHODE ISLAND COMMERCE CORPORATION
PUBLIC NOTICE OF MEETING

A meeting of the Rhode Island Commerce Corporation Board of Directors will be held at the offices of the **Rhode Island Commerce Corporation, 315 Iron Horse Way, Suite 101, Providence, Rhode Island**, on January 25, 2016, beginning at **5:00 p.m.** for the following purposes:

PUBLIC SESSION

1. To consider for approval Public Session minutes for the meetings held December 21, 2015 and January 4, 2016.
2. To consider for approval the Executive Session minutes for the meeting held July 27, 2015.*
3. To consider the application of Bourne Avenue Capital Partners/93 Cranston, LLC for tax credits under the Rebuild Rhode Island Tax Credit program (See Exhibit A, which follows, for additional detail).**
4. To consider the application of John M. Corcoran & Co., for tax credits under the Rebuild Rhode Island Tax Credit program (see Exhibit A, which follows, for additional detail).**
5. To consider for approval an award to the City of Providence under the Tax Stabilization Incentive program (see Exhibit A, which follows, for additional detail).**
6. To consider for approval principles and guidelines in relation to grant programs.
7. To consider for approval awards under the Innovation Voucher program in the aggregate amount of up to \$500,000 (see Exhibit A, which follows, for additional detail).

* Board members may convene in Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(2) to discuss this Agenda item.

** Board members may convene in Executive Session pursuant to R.I. Gen. Laws § 42-46-5(a)(7) to discuss this Agenda item.

This notice shall be posted at the Office of the Rhode Island Commerce Corporation, at the State House, and by electronic filing with the Secretary of State's Office.

Shechtman Halperin Savage, LLP,
Counsel to the Corporation
Dated: January 22, 2016

The location is accessible to the handicapped. Those requiring interpreter services for the hearing impaired must notify the Rhode Island Commerce Corporation at 278-9100 forty-eight (48) hours in advance of the meeting. Also for the hearing impaired, assisted listening devices are available onsite, without notice, at this location.

EXHIBIT A

Agenda Item 3

Bourne Avenue Capital Partners/93 Cranston LLC seeks incentives under the Rebuild Rhode Island Tax Credit program for a mixed-use project consisting of residential and commercial retail space, likely a grocery, located in Providence at 93 Cranston Street. The total development cost for the project is estimated at approximately \$10 million and the total requested incentives are tax credits of up to a maximum of \$2,733,000, to be received in installments upon completion of the project, and sales and use tax exemption for eligible construction and build out costs, which is estimated at \$271,239. The development sponsors on the application are Bourne Avenue Capital Partners, a real estate investment and development firm active throughout southeastern New England, and development partners Truth Box Inc., and D&P Real Estate Advisors, LLC, which have collaborated on a range of projects in the area, including historic preservation and new construction. 93 Cranston LLC has been formed by the sponsors to act as the developer for the project.

The request was considered by the Investment Committee of the Corporation on January 21, 2016 and the Committee recommended that the Board approve the request.

Agenda Item 4

John M. Corcoran & Co., seeks incentives under the Rebuild Rhode Island Tax Credit program for a residential development project located in Providence at the corner of Smith and Canal Streets. The total development cost for the project is estimated at approximately \$54 million and the total requested incentives are tax credits of up to a maximum of \$5,583,333, to be received in installments upon completion of the project, and sales and use tax exemption for eligible construction and build out costs. The actual credit amount to be paid will be reduced by one dollar for each dollar in sales and use tax exemption received. The development sponsors on the application are John M. Corcoran & Co. LLC, one of the largest private owners and operators of multifamily real estate in New England, and Trilogy Development, an entrepreneurial real estate development, acquisition, and advisory company with experience in the region. The sponsors intend to form a related entity to act as the developer of the project.

The request was considered by the Investment Committee of the Corporation on January 21, 2016 and the Committee recommended that the Board approve the request.

Agenda Item 5

The City of Providence seeks reimbursement in the amount of up to \$246,597 under the Tax Stabilization Incentive program for a portion of foregone revenue attributable to a tax stabilization agreement for a project in Providence. The Providence City Council has approved a tax stabilization agreement for an extended stay hotel at 111 Fountain Street. The developer of the hotel is the Procaccianti Group. The total development cost for the project is estimated at approximately \$40 million. The reimbursement to the City of Providence for foregone revenue will be payable in installments over 12 years.

The request was considered by the Investment Committee of the Corporation on January 21, 2016 and the Committee recommended that the Board approve the request.

Agenda Item 7

The following applicants are proposed to receive Innovation Voucher awards in amounts of \$50,000 or less:

Agcore Technologies, LLC

Applied Radar, Inc.

CBC, LLC

EpiVax, Inc.

Full Measure, LLC

HMSolution, Inc.

Materials Science Associates, LLC

Pilgrim Screw Corporation

S2S Surgical, LLC

Vitae Industries, Inc.

Yushin America, Inc.

EXHIBIT B

MEETING MINUTES JANUARY 25, 2016

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
January 25, 2016

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.20 of Title 44 of the General Laws of Rhode Island (the “Rebuild RI Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to certain development projects in the State; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the tax credit program established by the Rebuild RI Tax Credit Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application for tax credits under the Rebuild RI Tax Credit Act in relation to a Mixed Use Project (the “Project”) located at 93 Cranston Street, Providence, RI, which is proposed to consist of approximately thirty-nine residential units and 8,000 square feet of commercial space;

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed issuance of tax credits to 93 Cranston, LLC or a nominee of such entity acceptable to the Corporation (the “Recipient”) and has voted unanimously to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the tax credits; and

WHEREAS: The Board of the Corporation received a presentation inclusive of a term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of tax credits and a sales and use tax exemption to the Recipient in accordance with the Rebuild RI Tax Credit Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits to the Recipient in an amount not to exceed Two Million Seven Hundred Thirty-Three Thousand Dollars (\$2,733,000) and a sales and use tax exemption as permitted in the Act.

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (v) the total amount of Tax Credits awarded for the Project is the lesser of thirty (30%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vi) the Project includes Residential development of which at least twenty percent (20%) of the units will be Affordable Housing and/or Workforce Housing in accordance with Rule 7(b)(4) and tax credits in the amount of Seven Hundred Forty-nine Thousand Five Hundred Seventeen 40/100 Dollars is allocable to this criteria; (vii) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (ix) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); and (x) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of Rule 6 of the Rules for a Mixed-Use Project.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation has prepared and shall publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief

Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.

6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

EXHIBIT 1

From: Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
Darin Early, President and Chief Operating Officer of the Rhode Island Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Applications
Date: January 22, 2016

The staff of the Rhode Island Commerce Corporation (the “Corporation”) is recommending to the Board of Directors that it approve tax credits pursuant to the Rebuild Rhode Island Tax Credit program. Those recommendations are as follows:

- That the application submitted by Bourne Capital Partners/93 Cranston LLC be approved for tax credits in a maximum amount of \$2,733,000 for a mixed-use project consisting of residential and commercial retail space (the “Project”).

This memo serves as the written confirmation, pursuant to Rhode Island General Laws § 46-64.20-6, of the following:

1. The Corporation staff have reviewed the application submitted and the impact analysis of the Project, which is annexed as Exhibit 3 to the approval resolution provided to the Board.
2. The Project is consistent with the purpose of the Rebuild Rhode Island Tax Credit Act, R.I. Gen. Laws § 42-64.20-1 *et seq.*
3. The total credits to be awarded to the applicant shall not be in excess of \$2,733,000.

EXHIBIT 2



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION

OFFICE of MANAGEMENT & BUDGET

One Capitol Hill
Providence, RI 02908-5890

Office: (401) 574-8430

From: Jonathan Womer, Director of the Office of Management and Budget
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Applications
Date: January 25, 2016

The staff of the Rhode Island Commerce Corporation has informed the Office of Management and Budget (“OMB”) that it intends to recommend to the Corporation’s Board of Directors two projects for the receipt of tax credits under the Rebuild Rhode Island Tax Credit. Those recommendations are as follows:

- That the application submitted by Bourne Capital Partners be approved for tax credits in a maximum amount of \$2,733,000.
- That the application submitted by John M. Corcoran & Co. be approved for tax credits in a maximum amount of \$5,583,333.

Currently one million dollars has been appropriated into the Rebuild Rhode Island Tax Credit Fund. However, additional funding is expected in the current legislative session and funding as outlined in the Governor’s Recommended FY2016 Budget was \$12,700,000. As a result, OMB confirms that the total maximum amount of credits proposed above, i.e. \$8,316,333, does not exceed the existing and anticipated revenue capacity of the state for the Rebuild Rhode Island tax credit program.

Furthermore, based on information provided by the Corporation staff concerning the anticipated completion schedule of the projects that are the subject of these applications and the likely distribution of credits over the five-year payment period, OMB anticipates the budget impact to the state of the credits, if approved, the year of application and in subsequent years will be as follows:

Year	Bourne Capital Partners Application	John M. Corcoran & Co. Application	Total
FY2016	\$0	\$0	\$0
FY2017	\$0	\$0	\$0
FY2018	\$637,688	\$1,675,000.00	\$2,312,688.00
FY2019	\$641,518	\$977,083.33	\$1,618,601.33
FY2020	\$484,598	\$977,083.33	\$1,461,681.33
FY2021	\$484,598	\$977,083.33	\$1,461,681.33
FY2022	\$484,598	\$977,083.33	\$1,461,681.33

The foregoing constitutes OMB’s written confirmation pursuant to RIGL § 42-64.20-6(a)(4). Pursuant to RIGL § 42-64.20-5(m), any disbursements to support the redemption of tax credits for 90% of their value are subject to appropriations, and applicants should be notified accordingly.

EXHIBIT 3

Rhode Island Commerce Corporation

Rebuild Rhode Island Tax Credit – Economic Impact Analysis

Bourne Avenue Capital Partners/93 Cranston LLC Application

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island tax credits to 93 Cranston LLC (“the Sponsor”), which is a single purpose Rhode Island LLC, that is owned, controlled, and managed by the principals of Bourne Avenue Capital Partners, D+P Real Estate Advisors LLC, and Truth Box Inc. The credits would be issued in connection with the Sponsor’s decision to invest in a mixed-income, mixed-use development at the former Louttit Laundry site at 93 Cranston Street in Providence. The two-building project would include 39 units of workforce and low-income housing, a garage with 26 parking spaces and an 8,000 square-foot ground-floor space expected to be operated by a retail grocer. The total cost of the proposed project is estimated to be \$10.1 million.

The Sponsor is requesting a Rebuild Rhode Island tax credit of \$2,733,000 as well as a sales and use tax exemption on eligible construction and build out costs that is estimated at \$271,239.

This analysis was prepared by Appleseed, Inc., a consulting firm with more than 20 years of experience in economic impact analysis.

Jobs Analysis

Construction

As shown below in Table 1, the Sponsor’s estimate of the total cost of the proposed expansion is \$10.1 million.

Table 1: Estimated cost of developing 93 Cranston Street

Component	Estimated cost
Hard Costs	\$8,057,700
Soft costs	2,059,713
Total	\$10,117,413

For purposes of this analysis we exclude expenses that do not have a direct, current impact on Rhode Island’s economy.

Appleseed estimates that over the course of a two-year construction period, this expenditure will directly and indirectly generate:

- 81 person-years¹ of work in Rhode Island;
- Approximately \$4.3 million in earnings;
- \$13.6 million in State-wide economic output²;
- A projected one-time increase of approximately \$163,000 in personal income taxes paid to the State during construction; and
- A one-time increase of \$6.8 million in Rhode Island's GDP.

These impacts are summarized below in Table 2. The project's *direct impact* is the impact of the company's direct spending on design and construction. Its *indirect impact* is the effect of spending by contractors for goods and services (insurance, construction materials, etc.) purchased from other Rhode Island businesses.

Table 2: Direct and indirect impact of construction spending (employment in person-years; income, value-added and output in thousands of 2017 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	49	\$2,910.1	\$4,438.8	\$9,623.5
Indirect Effect	32	\$1,434.4	\$2,386.1	\$3,927.6
Total Effect	81	\$4,344.4	\$6,824.9	\$13,551.0

Most of the activity reflected in Table 2 will occur during a two-year construction period (spring 2016 through spring 2018). The anticipated wage rates for construction jobs are shown below in Table 3. For construction managers, anticipated wage rates are the median hourly wage for these occupations in Rhode Island; for construction laborers and skilled tradespersons, anticipated wage rates are Rhode Island's prevailing wage rates for these occupations.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage ³
Architect	\$40.29
Construction manager	\$52.12
Carpenter	\$19.70
Electrician	\$23.71
Plumber	\$24.03
Painter	\$16.07
Laborer	\$16.77

¹ A person-year is equivalent to the time worked by one person who is employed full-time for a year. It could for example represent the work of two people who are each employed full-time for six months; or the work of one person who is employed half-time for two years.

² Output is a measure of the total sales by Rhode Island companies (including the "sale" of labor by Rhode Island households) generated by the project.

³ Rhode Island Department of Labor & Training, Occupational Employment Statistics, 2014

Fringe benefits associated with these jobs are expected to be in accordance with industry norms, with the cost of such benefits generally ranging between 22 and 28 percent of wages. Workers who fill these jobs are expected to be drawn primarily from the Providence-Warwick RI-MA New England City and Town Area (NECTA).

Annual operations

The Sponsor estimates that when the project is completed and occupied, the grocer will employ approximately 18 people in its first year of operation, rising by 30% in year 7 and an additional 20% by year 10. Detail on the types of positions offered, wages or benefits is not available. However, using IMPLAN (an economic modeling tool commonly used in economic impact analyses), we can estimate the impact of the grocery. Appleseed estimates that as of year 7, the grocer will directly and indirectly account for:

- 29 full-time equivalent jobs in Rhode Island;
- Approximately \$1.0 in annual earnings (in 2018 dollars);
- \$2.2 million in annual State-wide economic output;
- A projected increase of approximately \$36,818 in personal income taxes paid to the State in year 7 of the store's operation; and
- An increase of \$1.5 million in Rhode Island's annual GDP.

Table 4: Direct and indirect impact of annual operations (employment in FTE; income, value-added and output in thousands of 2019 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	26	\$802.4	\$1,137.4	\$1,668.9
Indirect Effect	3	\$179.4	\$349.3	\$570.9
Total Effect	29	\$981.8	\$1,486.7	\$2,239.8

Workers who fill these jobs are likely to be drawn primarily from the West Side of Providence and other nearby neighborhoods.

In addition to jobs at the grocer, Appleseed estimates (based on data on operating expenses provided by the Sponsor) that spending for ongoing management, maintenance and operation of the two-building complex will directly and indirectly support:

- 2 FTE jobs in Rhode Island, with \$92,012 in salaries and wages (in 2018 dollars);
- \$261,218 in Statewide economic output;
- A projected increase \$3,450 in State personal income tax revenues; and
- An increase of \$147,694 in Rhode Island's GDP.

Impact

The state fiscal impact of the tax credits is up to \$ 2,733,000 in forgone state revenue and/or state expenditure. Direct and indirect state fiscal and economic benefits of the project, including the estimated GDP increase of \$8.459 million and the estimated associated job creation, are detailed in the foregoing analysis. Induced impacts (the impact associated with household spending by Rhode Islanders employed on the project) are not estimated in the foregoing analysis, but they would increase the fiscal and economic benefits of project. In addition to the economic and tax revenue impacts cited above, the proposed project would benefit Rhode Island in several other ways:

- Remediate and redevelop a blighted property that has been vacant for twenty years.
- Respond to a growing demand for rental housing in the Providence area, which has seen a sharp decline in the vacancy rate for rental units since 2009.
- Provide 39 units of affordable and workforce housing, targeting segments of the local population for whom rental housing in Providence may otherwise be out of reach.
- Make high-quality fresh food more readily available in an underserved area of the City.
- Contribute to the ongoing revitalization of the City's West Side.
- Add to the City's tax base.

Beyond the fiscal impact noted above, there is no anticipated financial exposure to state. In addition, various features of the program mitigate risk to the state. In particular, the completion risk (i.e., the risk that the project is not completed) is mitigated by the fact that the tax credits will be payable only upon completion of the development. The risk of project cost overruns is mitigated by the fact that the tax credits are capped at the amount set forth above. In addition, if project costs come in lower than anticipated, the tax credits to be paid will be reduced accordingly.

EXHIBIT C

MEETING MINUTES JANUARY 25, 2016

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
January 25, 2016

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.20 of Title 44 of the General Laws of Rhode Island (the “Rebuild RI Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to certain development projects in the State; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the tax credit program established by the Rebuild RI Tax Credit Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application for tax credits under the Rebuild RI Tax Credit Act in relation to a Residential Project (the “Project”) located at Smith & Canal Streets in Providence, RI, which is proposed to consist of approximately one hundred sixty-nine residential units;

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed issuance of tax credits and a sale and use tax exemption to John M. Corcoran & Co., LLC or a nominee of such entity acceptable to the Corporation (the “Recipient”) and has voted unanimously to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the tax credits and tax exemption; and

WHEREAS: The Board of the Corporation received a presentation inclusive of a term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of tax credits and a sales and use tax exemption to the Recipient in accordance with the Rebuild RI Tax Credit Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits to the Recipient in an amount not to exceed Five Million Five Hundred Eighty-Three Thousand Three Hundred Thirty-Three Dollars (\$5,583,333) and authorizes a sales and use tax exemption that shall

reduce the tax credits awarded hereunder dollar for dollar relative to any monies received by the Recipient on account of such exemption.

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (v) the total amount of Tax Credits awarded for the Project is the lesser of twenty (20%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vi) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit A); (vii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); and (ix) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of Rule 6 of the Rules for a Residential Project.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation has prepared and shall publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the "Authorized

Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.

6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

EXHIBIT 1

From: Stefan Pryor, Secretary of Commerce and Chief Executive Officer of the Rhode Island Commerce Corporation
Darin Early, President and Chief Operating Officer of the Rhode Island Commerce Corporation
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Applications
Date: January 22, 2016

The staff of the Rhode Island Commerce Corporation (the “Corporation”) is recommending to the Board of Directors that it approve tax credits pursuant to the Rebuild Rhode Island Tax Credit program. Those recommendations are as follows:

- That the application submitted by John M. Corcoran & Co. be approved for tax credits in a maximum amount of \$5,583,333 for a residential project (the “Project”).

This memo serves as the written confirmation, pursuant to Rhode Island General Laws § 46-64.20-6, of the following:

1. The Corporation staff have reviewed the application submitted and the impact analysis of the Project, which is annexed as Exhibit 3 to the approval resolution provided to the Board.
2. The Project is consistent with the purpose of the Rebuild Rhode Island Tax Credit Act, R.I. Gen. Laws § 42-64.20-1 *et seq.*
3. The total credits to be awarded to the applicant shall not be in excess of \$5,583,333.

EXHIBIT 2



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
DEPARTMENT OF ADMINISTRATION

OFFICE of MANAGEMENT & BUDGET

One Capitol Hill
Providence, RI 02908-5890

Office: (401) 574-8430

From: Jonathan Womer, Director of the Office of Management and Budget
To: Board of Directors, Rhode Island Commerce Corporation
Re: Rebuild Rhode Island Tax Credit Applications
Date: January 25, 2016

The staff of the Rhode Island Commerce Corporation has informed the Office of Management and Budget (“OMB”) that it intends to recommend to the Corporation’s Board of Directors two projects for the receipt of tax credits under the Rebuild Rhode Island Tax Credit. Those recommendations are as follows:

- That the application submitted by Bourne Capital Partners be approved for tax credits in a maximum amount of \$2,733,000.
- That the application submitted by John M. Corcoran & Co. be approved for tax credits in a maximum amount of \$5,583,333.

Currently one million dollars has been appropriated into the Rebuild Rhode Island Tax Credit Fund. However, additional funding is expected in the current legislative session and funding as outlined in the Governor’s Recommended FY2016 Budget was \$12,700,000. As a result, OMB confirms that the total maximum amount of credits proposed above, i.e. \$8,316,333, does not exceed the existing and anticipated revenue capacity of the state for the Rebuild Rhode Island tax credit program.

Furthermore, based on information provided by the Corporation staff concerning the anticipated completion schedule of the projects that are the subject of these applications and the likely distribution of credits over the five-year payment period, OMB anticipates the budget impact to the state of the credits, if approved, the year of application and in subsequent years will be as follows:

Year	Bourne Capital Partners Application	John M. Corcoran & Co. Application	Total
FY2016	\$0	\$0	\$0
FY2017	\$0	\$0	\$0
FY2018	\$637,688	\$1,675,000.00	\$2,312,688.00
FY2019	\$641,518	\$977,083.33	\$1,618,601.33
FY2020	\$484,598	\$977,083.33	\$1,461,681.33
FY2021	\$484,598	\$977,083.33	\$1,461,681.33
FY2022	\$484,598	\$977,083.33	\$1,461,681.33

The foregoing constitutes OMB’s written confirmation pursuant to RIGL § 42-64.20-6(a)(4). Pursuant to RIGL § 42-64.20-5(m), any disbursements to support the redemption of tax credits for 90% of their value are subject to appropriations, and applicants should be notified accordingly.

EXHIBIT 3

Rhode Island Commerce Corporation

Rebuild Rhode Island Tax Credit – Economic Impact Analysis

Application of John M. Corcoran & Company LLC

Introduction

The Rhode Island Commerce Corporation (the “Corporation”) may issue Rebuild Rhode Island tax credits to John M. Corcoran & Company LLC and Trilogy Development (together, “the developers”), both of which have extensive experience in residential development in New England. The credits would be issued in connection with the developers’ decision to invest \$54.085 million in the development of The Commons at Providence Station, a 169-unit residential project (with approximately 170 structured parking spaces), to be constructed on a 2.85-acre site adjacent to the Providence Amtrak and MBTA Station. The developers are requesting a Rebuild Rhode Island tax credit of \$5,583,333 as well as a sales and use tax exemption on eligible construction and build out costs. The actual credit amount to be paid will be reduced by one dollar for each dollar in sales and use tax exemption received.

This analysis was prepared by Appleseed, Inc., a consulting firm with more than 20 years of experience in economic impact analysis.

Jobs Analysis

Construction

As shown below in Table 1, the developers’ estimate of the total cost of the proposed expansion is \$54.1 million.

Table 1: Estimated cost of developing The Commons at Providence Station

Component	Estimated cost
Hard Costs	\$40,155,550
Soft Costs	13,929,176
Total	\$54,084,726

For purposes of this analysis we exclude expenses that do not have a direct, current impact on Rhode Island’s economy.

Appleseed estimates that over the course of a two-year construction period, this expenditure will directly and indirectly generate:

- 375 person-years¹ of work in Rhode Island;
- Approximately \$20.1 million in earnings;
- \$62.3 million in State-wide economic output²;
- A projected one-time increase of approximately \$755,573 in personal income taxes paid to the State during construction; and
- A one-time increase of \$32.2 million in Rhode Island's GDP.

These impacts are summarized below in Table 2. The project's *direct impact* is the impact of the company's direct spending on design and construction. Its *indirect impact* is the effect of spending by contractors for goods and services (insurance, construction materials, etc.) purchased from other Rhode Island businesses.

Table 2: Direct and indirect impact of construction spending (employment in person-years; income, value-added and output in thousands of 2017 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	225	\$13,351.0	\$20,950.1	\$45,825.0
Indirect Effect	150	\$6,797.6	\$11,242.4	\$16,458.3
Total Effect	375	\$20,148.6	\$32,192.5	\$62,283.3

Most of the activity reflected in Table 2 will occur during a two-year construction period (spring 2016 through spring 2018). The anticipated wage rates for construction jobs are shown below in Table 3. For construction managers, anticipated wage rates are the median hourly wage for these occupations in Rhode Island; for construction laborers and skilled tradespersons, anticipated wage rates are Rhode Island's prevailing wage rates for these occupations.

Table 3: Anticipated wages during construction

Occupation	RI median hourly wage ³	RI prevailing wage ⁴
Architect	\$40.29	
Construction manager	\$52.12	
Carpenter		\$34.56
Electrician		\$35.83
Plumber		\$36.88
Laborer		\$28.05

Fringe benefits associated with these jobs are expected to be in accordance with industry norms, with the cost of such benefits generally ranging between 22 and 28 percent of wages.

¹ A person-year is equivalent to the time worked by one person who is employed full-time for a year. It could for example represent the work of two people who are each employed full-time for six months; or the work of one person who is employed half-time for two years.

² Output is a measure of the total sales by Rhode Island companies (including the "sale" of labor by Rhode Island households) generated by the project.

³ Rhode Island Department of Labor & Training, Occupational Employment Statistics, 2014

⁴ U.S. Department of Labor, *Wage Determinations OnLine* 2015

Workers who fill these jobs are expected to be drawn primarily from the Providence-Warwick RI-MA New England City and Town Area (NECTA).

Annual operations

The developers estimate that when The Commons at Providence Station is completed and occupied, the complex will directly employ 3 full-time workers with an average annual salary of approximately \$53,000.

Additional employment will be created through contracted services.

Appleseed estimates that when the project completed and occupied, spending on management, operations and maintenance will directly and indirectly account for:

- 10 full-time equivalent jobs in Rhode Island;
- Approximately \$462,900 in annual earnings (in 2019 dollars);
- \$1.1 million in annual State-wide economic output;
- A projected increase of approximately \$208,305 in personal income taxes paid to the State during the first twelve years of operation (in addition to the \$753,259 in personal income tax revenues cited above that would be generated by spending on construction); and
- An increase of \$702,800 in Rhode Island's annual GDP.

Table 4: Direct and indirect impact of annual operations (employment in FTE; income, value-added and output in thousands of 2019 dollars)

	Employment	Earnings	Value added	Output
Direct Effect	9	\$410.5	\$608.5	\$938.0
Indirect Effect	1	\$52.4	\$94.3	\$161.4
Total Effect	10	\$462.9	\$702.8	\$1,099.4

Based on information provided by the developers, we estimate that the cost of benefits provided to employees in the three direct jobs described above will equal approximately 42 percent of their direct wages.

Workers who fill these jobs are likely to be drawn primarily from the City of Providence and surrounding communities.

Impact

The state fiscal impact of the tax credits is up to \$5,583,333 in forgone state revenue and/or state expenditure. Direct and indirect state fiscal and economic benefits of the project, including the estimated GDP increase of \$32.2 million and the estimated associated job creation, are detailed in the foregoing analysis. Induced impacts (the impact associated with household spending by Rhode Islanders employed on the project) are not estimated in the foregoing

analysis, but they would increase the fiscal and economic benefits of project. In addition to the economic and tax revenue impacts cited above, the proposed project would benefit Rhode Island in several other ways:

- Respond to a growing demand for rental housing in the Providence area, which has seen a sharp decline in the vacancy rate for rental units since 2009.
- Provide a new use for a parcel that has been vacant for several years.
- Add to the City of Providence's tax base.
- Increase density and development in a key, transit oriented area in proximity to an Amtrak and commuter rail train station.
- Provide a signal to other developers of the attractiveness of the local housing market, thereby having the potential to increase private investment.

Beyond the fiscal impact noted above, there is no anticipated financial exposure to state. In addition, various features of the program mitigate risk to the state. In particular, the completion risk (i.e., the risk that the project is not completed) is mitigated by the fact that the tax credits will be payable only upon completion of the development. The risk of project cost overruns is mitigated by the fact that the tax credits are capped at the amount set forth above. In addition, if project costs come in lower than anticipated, the tax credits to be paid will be reduced accordingly.

EXHIBIT D

MEETING MINUTES JANUARY 25, 2016

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE AWARD OF INCENTIVES
UNDER THE TAX STABILIZATION INCENTIVE ACT

January 25, 2016

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.22 of Title 44 of the General Laws of Rhode Island (the “TSA Act”), as amended, authorizes the Corporation to approve the reimbursement of foregone revenue in connection with a tax stabilization agreement entered into by a Rhode Island municipality; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the program established by the TSA Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application from the City of Providence (the “Recipient”) for an award under the TSA Act for a reimbursement in relation to a project (the “Project”) located in Providence, RI, which is proposed to consist of an extended stay hotel; and

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed incentive to the Recipient and has voted unanimously to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the incentive; and

WHEREAS: The Board of the Corporation received a presentation and term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of a TSA incentive to the Recipient in accordance with the TSA Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the TSA Act, the Corporation approves the reimbursement of foregone revenue over twelve years in an amount that shall not exceed the lesser of 10% of Recipient’s actual total foregone revenue associated with the tax stabilization agreement or \$246,597 as indicated in the Table appended as Exhibit 1.
2. The authorization provided herein is subject to the following conditions:

- a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the TSA Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to reimbursement of any funds to the Recipient;
 - c. Recipient shall conduct revaluations of the Project in three year intervals to assess the value of the property subject to the tax stabilization agreement;
 - d. The total value of incentives to the Recipient in any given year shall not exceed either (i) ten percent (10%) of the annual foregone revenue associated with the tax stabilization agreement or (ii) the value in the rightmost column of the Table in Exhibit 1 corresponding to the given tax year; and
 - e. Such additional conditions as any of the Authorized Officers (defined below), acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the total amount of the award to the Recipient is not more than ten percent (10%) of the Forgone Tax Revenue in relation to the Project; (iv) the award made hereunder is subject to the availability of funding from annual appropriations.
 4. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
 5. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations

and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.

6. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
7. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

EXHIBIT 1

Proposed Incentive Reimbursement Schedule				
Year	Proposed Total Tax	Payments at Full Taxation	Net Difference	10% Reimbursement
2016	\$58,646	\$58,646	\$0	\$0
2017	58,646	183,750	125,104	12,510
2018	58,646	367,500	308,854	30,885
2019	113,325	551,250	437,925	43,793
2020	168,004	551,250	383,246	38,325
2021	222,683	551,250	328,567	32,857
2022	284,705	567,788	283,083	28,308
2023	341,220	567,788	226,568	22,657
2024	397,735	567,788	170,053	17,005
2025	467,484	584,821	117,337	11,734
2026	525,890	584,821	58,931	5,893
2027	558,513	584,821	26,308	2,631
		12-Year Total	\$2,465,976	\$246,597

EXHIBIT E

MEETING MINUTES JANUARY 25, 2016

Grant Application Review and Evaluation Principles

The Rhode Island Commerce Corporation (the “Corporation”), may provide grants under certain programs (“Grant Programs”) established by statute. The Corporation has adopted these application review and evaluation principles (the “Principles”) to further Grant Program integrity by establishing accountability standards, risk analysis standards, outcome measurement procedures and reporting standards in accordance with the Corporation’s enabling law, *see* R.I. Gen. Laws § 42-64-36.

These Principles do not create any legal rights, duties, obligations, or defenses, implied or otherwise, for any person or negate the Corporation’s discretion under the Grant Programs. Notwithstanding anything contained in these Principles to the contrary, the Corporation shall have and may exercise all general powers and discretion set forth in statute and/or regulation.

These Principles are effective as of January 25, 2016 and shall remain in effect until such time as the Board of Directors of the Corporation (the “Board”) amends, supersedes, or repeals them.

The Grant Programs include the Innovation Voucher Program, the Network Matching Grants Program, the Tax Stabilization Incentive Program, the Main Street Rhode Island Streetscape Improvement Fund, the Industry Cluster Grant Program, and grants made from the Renewable Energy Fund program. This list is not intended to be exhaustive, and the failure to list a grant program herein shall not prevent the application of the Principles to said program.

1. Application Completeness and Consistency

The Corporation will review each application for (a) completeness and (b) consistency. This review consists of the following:

- A. Review for Submission Completeness: The Corporation determines if the applicant has submitted all information required by applicable regulations and/or guidelines established by the Corporation. The Corporation will not approve any grant unless it has determined that the application is substantially complete.
- B. Review for Consistency of Material Information: The Corporation will assess whether the material information provided in the application is internally consistent.

Consistent with applicable deadlines, the Corporation generally has the right to (a) require that an applicant furnish additional information that the Corporation deems relevant to the review of an application; (b) reject any incomplete or deficient application; and (c) permit the resubmission of an application rejected as being incomplete or deficient.

2. Program Eligibility

After receipt of a complete application, the Corporation shall determine if the applicant meets the eligibility requirements under applicable statutes and/or regulations.

The Corporation may reject any application deemed to be ineligible consistent with applicable statutes and/or regulations.

3. Risk Assessment

For each Grant Program, the Corporation shall implement risk assessment procedures that include the following:

- A. Identifying program risks and setting monitoring objectives;
- B. Conducting a risk-based evaluation for all program grantees;
- C. Implementation of enhanced monitoring for grantees with high risk ratings (if any); and
- D. Documenting the process and recording the rationale for choosing grantees.

4. Outcome Measurement Procedure

- A. The Corporation shall implement outcome measures for each Grant Program, which shall include the following procedures:
 - a. Identification of specific indicators of outcomes;
 - b. Data collection procedures; and
 - c. Analysis and reporting procedures.
- B. The Corporation staff shall provide periodic updates to the Board of the specific indicators of outcomes for each Grant Program.

5. Reporting

The Corporation shall publish an annual report for each Grant Program to include the total amount of grants awarded, the number of grants, an identification of the recipient of each grant, the amount of each grant, specific activities undertaken by recipients of each grant, the amount of any match for each grant, the outcome measures and such other information as required by applicable statutes and/or regulations.

EXHIBIT F

MEETING MINUTES JANUARY 25, 2016

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF INNOVATION VOUCHERS
UNDER THE INNOVATION INITIATIVE ACT

January 25, 2016

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.28 of Title 44 of the General Laws of Rhode Island (the “Innovation Act”), as amended, authorizes the Corporation to award Innovation Vouchers for Small Businesses to receive technical or other assistance as set forth in Rule 6 of the Rules (defined below); and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the program established by the Innovation Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received applications from the applicants identified on Exhibit 1 (the “Recipients”) for awards of Innovation Vouchers (the “Vouchers”); and

WHEREAS: The Board of Directors of the Corporation (the “Board”) received a presentation detailing the Vouchers proposed to be granted to the Applicants together with a recommendation from the staff of the Corporation to approve the award of Vouchers to the Recipient in accordance with the Innovation Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Innovation Act, the Corporation approves the award of Vouchers to the Recipients in the amounts identified in Exhibit 1.
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Voucher Agreement between the Corporation and each Recipient meeting the requirements of the Innovation Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 7 of the Rules prior to issuance of a Voucher; and

- c. Such additional conditions as any of the Authorized Officers (defined below), acting singly, shall deem appropriate in the sole discretion of such Officer.
- 3. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Innovation Director (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
- 4. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
- 5. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
- 6. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

EXHIBIT 1

Recipient	Amount
Agcore Technologies, LLC	\$50,000.00
Applied Radar, Inc.	\$10,000.00
CBC, LLC	\$50,000.00
EpiVax, Inc.	\$50,000.00
Full Measure, LLC	\$48,814.00
HMSolution, Inc.	\$20,000.00
Materials Science Associates, LLC	\$50,000.00
Pilgrim Screw Corporation	\$49,921.25
S2S Surgical, LLC	\$37,613.00
Vitae Industries, Inc.	\$40,000.00
Yushin America, Inc.	\$45,549.00

TAB 2

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

February 22, 2015

APPROVED

VOTED: To approve the principles and guidelines for the Small Business Assistance Program as presented to the Board.

Small Business Assistance Program

Partner Organization Funding Principles

The Rhode Island Commerce Corporation (the “Corporation”), pursuant to the Small Business Assistance Program Act (the “Act”), R.I. Gen. Laws § 42-64.25 *et seq.*, is authorized to provide funding for loans to small businesses located in Rhode Island. Pursuant to the Act, the Corporation may provide funding to lending organization partners (“Partner Organizations”) chosen through a competitive solicitation process. The Partner Organizations will, in turn, makes loans to applicant businesses. The Corporation may provide funding to Partner Organizations by means of a forgivable loan of Small Business Assistance Program funds. The Corporation has established these Partner Organization Funding Principles (“Principles”) to provide principles, guidelines, public processes, risk analysis standards, monitoring standards, reporting standards, and performance metrics for the provision of funds to Partner Organizations. *See* R.I. Gen. Laws §§ 42-64-8(I), 42-64-36, 42-64-37. These Principles are also adopted in furtherance of the program integrity goals of the Act, namely, to ensure compliance with the terms and conditions of the Act, to safeguard the expenditure of public funds, and to ensure that the provision of funds to Partner Organizations furthers the objectives of the Act. *See* R.I. Gen. Laws § 42-64.25-13.

These Principles do not create any legal rights, duties, obligations, or defenses, implied or otherwise, for any person or negate the Corporation’s discretion under the Act. Notwithstanding anything contained in these Principles to the contrary, the Corporation shall have and may exercise all general powers and discretion set forth in the Act as necessary or convenient to effect its purposes.

These Principles are effective as of February 22, 2016 and shall remain in effect until such time as the Board of Directors of the Corporation (the “Board”) amends, supersedes, or repeals them.

A. Principles for Selecting Partner Organization

1. Selection Process

The Corporation shall select Partner Organizations to disburse small business loans through a public, competitive solicitation process. *See* R.I. Gen. Laws §§ 42-64.25-4, 42-64.25-6. After the competitive solicitation process is complete, the Corporation staff shall review the responses pursuant to the criteria and risk assessment factors set forth in Sections A.2 and A.3 below. The Corporations staff will make written and verbal presentations of proposals recommended for to the Board’s Access to Capital Subcommittee (the “Subcommittee”). The Subcommittee may, consistent with these Principles, make a preliminary approval and recommendation to the Board specifying the Partner Organizations to receive funding and the maximum amount of funding each can receive. The Board shall consider the recommendation of the Subcommittee. Any approval by the Board of the Subcommittee’s recommendation shall be

in public session and shall require the Board to opine that the provision of funding to the Partner Organization is consistent with these Principles.

2. Partner Organization Selection Criteria

The Corporation will judge proposals based on the following criteria:

- A. Submission Completeness: The Corporation staff determines if the respondent has submitted all information required by the solicitation. The Corporation staff will not recommend a proposal for approval unless it has determined that the proposal is substantially complete.
- B. Target Market: The Corporation will prioritize the ability to target underserved communities and populations, niche markets, and growing industries. The Corporation will also endeavor to ensure that the selected respondents collectively cover the entire state geographically.
- C. Prudent Yet Flexible Underwriting Criteria: The Corporation will determine if the underwriting criteria proposed by the respondent are prudent. In addition, because the purpose of the Act is to alleviate the difficulty small businesses often face in obtaining capital from traditional banking organizations, *see* R.I. Gen. Laws § 42-64.25-2, the Corporation will determine if the underwriting criteria permit greater flexibility than those employed by a traditional lending institution. The Corporation may request that a respondent adjust its underwriting criteria.
- D. Management and Operations: The Corporation will assess the capabilities of the relevant staff members, the organization's loan committee, and its governing board of directors. The Corporation will analyze the organization's track record in making loans similar to those it proposes to make, as well as its policies and procedures in approving loans.
- E. Leverage: The Corporation will consider how its funds will be leveraged with other funds and by how much.
- F. Projected Loan Volume: The Corporation will consider the level of projected small business lending activity, and the level of projected increase over the volume that would have occurred without the Corporation funding.
- G. Plan for Technical Assistance: The Corporation will determine if the respondent has an adequate plan to assist borrowers in qualifying for loans and ensuring that the loan will have a positive impact on the borrower's venture.

3. Risk Assessment

The Corporation will perform an analysis and assessment of the respondent and project risks as part of the process for selecting Partner Organizations. This analysis will include, collectively, the following considerations, among any others deemed relevant by the Corporation:

- A. Management and Operations. This factor considers:
- i. The qualifications and experience of the respondent, including an assessment of the respondent's experience, track record, good standing, and general likeliness to effectively complete the project.
 - ii. The financial health of the respondent organization and the likelihood of the organization's short-term and long-term survival.
- B. Credit Policy. This factor considers the respondent's:
- i. Loan Approval and Underwriting Processes
 - ii. Loan Terms and Conditions
 - iii. Closing Conditions and Costs
 - iv. Monitoring of and Reporting on Borrowers
 - v. Compliance with The Requirements and Purposes of the Act

After the Board approves a Partner Organization for participation in the Small Business Assistance Program, the Corporation staff will conduct further due diligence prior to entering into a funding agreement with the Partner Organization. That due diligence shall consider the Partner Organization's relevant loan portfolio performance and its loan funding and disbursement procedures, in addition to any other subjects the Corporation deems relevant. In addition, if the Partner Organization is a Rhode Island regulated financial institution, it will be required to confirm that it holds proper licensing from the Rhode Island Department of Business Regulation.

B. Partner Organization Reporting and Monitoring

1. Partner Organization Reporting

The Corporation shall enter into a funding agreement ("Funding Agreement") with the Partner Organization prior to the provision of any funding. In order for the Corporation to assess the performance of the Partner Organization, the Funding Agreement shall require the Partner Organization to report annually, at a minimum, the following information: the number of program loans made; the amount of Corporation funding used for loans versus the amount of other funding used for the loans; the number of employees of each borrower; the industry of each borrower; the use of loan proceeds by the each borrower; the number of jobs created or retained; a description of the economic development generated; the status of each outstanding loan, i.e. current, past due, non-accruing, charged off; the location of each outstanding loan; and a description of technical assistance provided to borrowers and potential borrowers. The Funding Agreement shall also require the Partner Organization to provide the Corporation with audited and unaudited financial statements.

2. Periodic Monitoring and Risk Assessment

The Corporation staff shall ensure the completion of an annual performance audit and risk analysis (the "Annual Report") of the performance of Partner Organizations receiving Small Business Assistance Program funds. The Annual Report shall assess the commitment, disbursement, and use of funds by Partner Organizations to assess compliance with the Act and Funding Agreement; whether the Partner Organizations' performance meets the objectives of the

Act; and, to the extent practicable, the economic impact of projects that have been completed through Small Business Assistance Program funding. The Annual Report shall also include a risk assessment based on the status of the outstanding loans as reported by the Partner Organizations; the audited and unaudited financial statements provided by the Partner Organizations; and any other factors the Corporation deems relevant. The Annual Report shall be provided to the Subcommittee for its review. The Subcommittee shall review the Annual Report and forward the Annual Report and any recommended modifications to the provision of funding to the Partner Organizations it believes are necessary to the Board for the Board's review and consideration. The Annual Report shall also be provided to General Assembly by providing it to the Speaker of the House of Representatives, the President of the Senate, the chair of the House Finance Committee, and the chair of the Senate Finance Committee.

All Funding Agreements shall include a termination clause in the event of noncompliance or failure to perform (the Funding Agreement may specify other events resulting in termination, as well, and may include a right to terminate without cause upon adequate notice). Upon termination of a Partner Organization's participation in the program, the Partner Organization shall return to the Corporation, promptly after its demand therefor, an accounting of all program funds received, including a transfer of all currently outstanding loans that were made using program funds. Notwithstanding such termination, the Partner Organization shall remain liable to the Corporation with respect to any unpaid amount due from the Partner Organization pursuant to the terms of the Funding Agreement.

TAB 3

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

February 22, 2015

APPROVED

VOTED: To approve providers for the Small Business Assistance Program pursuant to the Resolution attached hereto.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE SELECTION OF PROVIDERS
FOR THE SMALL BUSINESS ASSISTANCE PROGRAM

February 22, 2016

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.25 of Title 44 of the General Laws of Rhode Island (the “Small Business Assistance Act”), authorizes the Corporation to create the Small Business Capital Access Fund Program (the “Program”), and to partner with lending organizations to provide funding for loans to small businesses; and

WHEREAS: The Corporation published a request for proposals as permitted under the Small Business Assistance Act and received proposals from the providers (the “Providers”) identified on the Award Schedule (hereafter defined); and

WHEREAS: The Corporation adopted the Small Business Assistance Program Partner Organization Funding Principles (the “Principles”) in accordance with RIGL §42-64-37; and

WHEREAS: The Access to Capital Committee of the Board has reviewed the proposals from the Providers and the recommendations from staff as to the appropriate amounts and program structure for each Provider. The Committee determined that the proposals as recommended by the staff are consistent with the Principles and the Committee made a recommendation to the Board to permit the funding for the Providers’ programs in accordance with the “Award Schedule” annexed hereto as Exhibit A.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Small Business Assistance Act, the Board hereby finds that the Corporation has undertaken a review of each Provider and the proposed program. After a review of these programs and a presentation from staff, the Board has determined that the proposed programs meet the Principles.
2. The Providers are approved as participants in the Program in the amounts and consistent with the terms of the Award Schedule.
3. Each financial commitment to a Provider shall be audited annually as required by RIGL § 42-64-37.

4. Each Provider shall submit an annual report required by RIGL § 42-64.25-7.
5. The Corporation shall monitor each Provider in accordance with the Principles.
6. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Agreement between the Corporation and each Provider meeting the requirements of the Act, Small Business Act, the Principles and this Resolution in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer; and
 - b. Such additional conditions as any of the Authorized Officers (defined below), acting singly, shall deem appropriate in the sole discretion of such Officer.
7. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director of Financial Services (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
8. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
9. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the

and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.

8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

EXHIBIT A
AWARD SCHEDULE

1) Small Business Lending Program	Award
a) South Eastern Economic Development Corporation	\$1,000,000
b) Business Development Corporation of Rhode Island	\$1,000,000
c) Community Investment Corporation	\$1,000,000
d) CDC of New England	\$1,900,000
2) Micro Lending Program:	Award
a) Center for Women & Enterprise	\$250,000
b) Social Enterprise Greenhouse	\$125,000
c) Community Investment Corporation	\$170,000

TAB 4

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

February 22, 2015

APPROVED

VOTED: To approve Trade Area Systems, Inc. for tax credits under the Qualified Jobs Incentive Tax Credit program pursuant to the resolution attached hereto.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE QUALIFIED JOBS INCENTIVE ACT OF 2015
February 22, 2016

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 48.3 of Title 44 of the General Laws of Rhode Island (the “Jobs Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to the creation of new jobs in the State; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the tax credit program established by the Jobs Tax Credit Act; and

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed issuance of tax credits to Trade Area Systems, Inc. (the “Recipient”) and has voted unanimously to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the tax credits; and

WHEREAS: The Board of the Corporation received a presentation and a recommendation from the staff of the Corporation to approve the issuance of tax credits to the Recipient in accordance with the Jobs Tax Credit Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Jobs Tax Credit Act, the Corporation approves the issuance of tax credits to the Recipient in an amount not to exceed \$7,500 per job for 28 jobs for a period of up to five years.
2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an incentive agreement between the Corporation and the Recipient meeting the requirements of the Jobs Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. The creation of not less than twenty-eight new full-time jobs (as defined in the Jobs Tax Credit Act and the Rules) which earn no less than the median hourly wage as most recently reported by the United States Bureau of Labor Statistics for the State of Rhode Island; and

- c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient has demonstrated an intention to create the requisite number of new full-time jobs; and (iv) the creation of the new full-time jobs would not occur in the State but for the provision of the tax credits.
4. Prior to the execution of an incentive agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 1).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the "Authorized Officers"). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered

and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.

8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

TAB 5

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

February 22, 2015

APPROVED

VOTED: To approve CBWC Holdings I, LLC for tax credits under the Rebuild Rhode Island Tax Credit program pursuant to the Resolution attached hereto.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
February 22, 2016

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.20 of Title 44 of the General Laws of Rhode Island (the “Rebuild RI Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to certain development projects in the State; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the tax credit program established by the Rebuild RI Tax Credit Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application for tax credits under the Rebuild RI Tax Credit Act in relation to a Mixed-Use Project (the “Project”) located at 95 Chestnut Street, Providence which is proposed to consist of approximately fifty-six units and a restaurant on the first floor;

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed issuance of tax credits and a sales and use tax exemption to CBWC Holding, LLC or a nominee of such entity acceptable to the Corporation (the “Recipient”) and has voted unanimously to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the tax credits and tax exemption; and

WHEREAS: The Board of the Corporation received a presentation inclusive of a term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of tax credits and a sales and use tax exemption to the Recipient in accordance with the Rebuild RI Tax Credit Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits to the Recipient in an amount not to exceed One Million Two Hundred Fifty Thousand One Hundred Eighty Two Dollars (\$1,250,182) and authorizes a sales and use tax exemption that shall reduce the tax

credits awarded hereunder dollar for dollar relative to any monies received by the Recipient on account of such exemption.

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (v) the total amount of Tax Credits awarded for the Project is the lesser of twenty (20%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vi) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (vii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); and (ix) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of Rule 6 of the Rules for a Mixed-Use Project.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).
5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the "Authorized

Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.

6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

TAB 6

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

February 22, 2015

APPROVED

VOTED: To approve Case Mead Association, LLC for tax credits under the Rebuild Rhode Island Tax Credit program pursuant to the Resolution attached hereto.

RHODE ISLAND COMMERCE CORPORATION
RESOLUTION AUTHORIZING THE ISSUANCE OF TAX CREDITS
UNDER THE REBUILD RHODE ISLAND TAX CREDIT ACT
February 22, 2016

WHEREAS: The Rhode Island Commerce Corporation (the “Corporation”) was created and exists as a public corporation, governmental agency and public instrumentality of the State of Rhode Island and Providence Plantations (the “State”) under Chapter 64 of Title 42 of the General Laws of Rhode Island, as amended (the “Act”); and

WHEREAS: Chapter 64.20 of Title 44 of the General Laws of Rhode Island (the “Rebuild RI Tax Credit Act”), as amended, authorizes the Corporation to approve the issuance of tax credits in relation to certain development projects in the State; and

WHEREAS: The Corporation promulgated rules and regulations (the “Rules”) governing the tax credit program established by the Rebuild RI Tax Credit Act. Capitalized terms used herein but not defined shall have the meaning as set forth in the Rules; and

WHEREAS: The Corporation received an application for tax credits under the Rebuild RI Tax Credit Act in relation to a Residential Project (the “Project”) located at 68-76 Dorrance Steet, Providence which is proposed to consist of approximately forty-four residential units;

WHEREAS: The Corporation’s Investment Committee has reviewed and considered the proposed issuance of tax credits and a sales and use tax exemption to Case Mead Associates, LLC or a nominee of such entity acceptable to the Corporation (the “Recipient”) and has voted unanimously to recommend to the Board of Directors (the “Board”) of the Corporation the approval of the tax credits and tax exemption; and

WHEREAS: The Board of the Corporation received a presentation inclusive of a term sheet detailing the Project and proposed incentives together with a recommendation from the staff of the Corporation to approve the issuance of tax credits and a sales and use tax exemption to the Recipient in accordance with the Rebuild RI Tax Credit Act and the Rules.

NOW, THEREFORE, acting by and through its Board, the Corporation hereby resolves as follows:

RESOLVED:

1. To accomplish the purposes of the Act and the Rebuild RI Tax Credit Act, the Corporation approves the issuance of tax credits to the Recipient in an amount not to exceed Two Million One Hundred Seventy Nine Thousand Nine Hundred Seventy-Seven Dollars (\$2,179,977) and authorizes a sales and use tax exemption that shall

reduce the tax credits awarded hereunder dollar for dollar relative to any monies received by the Recipient on account of such exemption.

2. The authorization provided herein is subject to the following conditions:
 - a. The execution of an Incentive Agreement between the Corporation and the Recipient meeting the requirements of the Rebuild RI Tax Credit Act and the Rules in such form as one of the Authorized Officers (hereinafter defined) shall deem appropriate in the sole discretion of such Officer;
 - b. Verification by the Corporation of compliance with the Eligibility Requirements of Rule 6 of the Rules prior to Certification of any award of tax credits to the Recipient; and
 - c. Such additional conditions as any of the Authorized Officers, acting singly, shall deem appropriate in the sole discretion of such Officer.
3. The Board of the Corporation hereby finds and determines that: (i) the approval will prevent, eliminate, or reduce unemployment or underemployment in the State and will generally benefit economic development of the State; (ii) that, to the extent applicable, the provisions of RIGL § 42-64-10(a)(1)(ii) through (v) have been satisfied; (iii) that the Recipient's Equity in the Project is not less than twenty percent (20%) of the total Project Cost and otherwise meets the Project Cost criteria of the Rebuild RI Tax Credit Act; (iv) there is a Project Financing Gap for the Project such that after taking into account all available private and public funding sources, the Project is not likely to be accomplished by private enterprise without the incentives described in the Act and the Rules; (v) the total amount of Tax Credits awarded for the Project is the lesser of thirty (30%) of the total Project Cost or the amount needed to close the Project Financing Gap; (vi) the Project includes an Adaptive Reuse in accordance with Rule 7(b)(1) and tax credits in the amount of Seven Hundred Twenty-Six Thousand Six Hundred Sixty Dollars (\$726,660) is allocable to this criteria; (vii) that the Chief Executive Officer of the Corporation has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (viii) the Secretary of Commerce has provided written confirmation required by the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 1); (ix) the Office of Management and Budget has provided written confirmation required under the Rebuild RI Tax Credit Act (a copy of which is annexed hereto as Exhibit 2); and (x) the Recipient has demonstrated that it will otherwise satisfy the Eligibility Requirements of Rule 6 of the Rules for a Residential Project.
4. Prior to the execution of an Incentive Agreement with the Recipient, the Corporation shall prepare and publicly release an analysis of the impact that the issuance of the tax credits will or may have on the State considering the factors set forth in RIGL § 42-64-10(a)(2) (a copy of which is annexed hereto as Exhibit 3).

5. The Authorized Officers of the Corporation for purposes of this Resolution are the Chair, the Vice Chair, the Secretary of Commerce, the President & COO, the Chief Financial Officer or the Managing Director, Head of Investments (the “Authorized Officers”). Any one of the Authorized Officers of the Corporation, acting singly, is hereby authorized to execute, acknowledge and deliver and/or cause to be executed, acknowledged or delivered any documents necessary or appropriate to consummate the transactions authorized herein with such changes, insertions, additions, alterations and omissions as may be approved by any such Authorized Officers, and execution thereof by any of the Authorized Officers shall be conclusive as to the authority of such Authorized Officers to act on behalf of the Corporation. The Secretary or the Assistant Secretary of the Corporation, and each, acting singly, is hereby authorized to affix a seal of the Corporation on any of the documents authorized herein and to attest to the same.
6. All covenants, stipulations, and obligations and agreements of the Corporation contained in this Resolution and the documents authorized herein shall be deemed to be covenants, stipulations, obligations and agreements of the Corporation to the full extent authorized and permitted by law and such covenants, stipulations, obligations and agreements shall be binding upon any board or party to which any powers and duties affecting such covenants, stipulations, obligations and agreements shall be transferred by and in accordance with the law. Except as otherwise provided in this Resolution, all rights, powers and privileges conferred and duties and liabilities imposed upon the Corporation or the members thereof, by the provisions of this Resolution and the documents authorized herein shall be exercised and performed by the Corporation, or by such members, officers, board or body as may be required by law to exercise such powers and perform such duties.
7. From and after the execution and delivery of the documents hereinabove authorized, any one of the Authorized Officers, acting singly, are hereby authorized, empowered and directed to do any and all such acts and things and to execute and deliver any and all such documents, including, but not limited to, any and all amendments to the documents, certificates, instruments and agreements hereinabove authorized, as may be necessary or convenient in connection with the transaction authorized herein.
8. All acts of the Authorized Officers which are in conformity with the purposes and intents of this Resolution and the execution, delivery and approval and performance of such documents authorized hereby and all prior actions taken in connection herewith are, ratified, approved and confirmed.

TAB 7

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

February 22, 2015

APPROVED

VOTED: To approve the Executive Session minutes presented to the Board.

TAB 8

MEMORANDUM

To: Commerce Corporation Board of Directors
From: Michael Walker
RE: Engagement of Real Estate Advisory Consultants
Date: February 22, 2016

The Commerce Corporation is seeking board approval to issue one or more task orders for services in excess of \$20,000 to Jones Lang LaSalle Americas, LLC (“JLL”) to provide real estate advisory services in conjunction with the development of a transit hub in Providence through a public-private partnership.

In 2014, the Corporation issued an indefinite quantity, time and material contract to JLL following the issuance of a Request for Proposals for Economic Development and Real Estate Consulting Services. In August of 2015, the Commerce Corporation and the Rhode Island Department of Transportation (RIDoT) entered into a Memorandum of Understanding (MOU) to work together to support development of underutilized parcels in proximity to transit assets.

One project the Commerce Corporation is assisting RIDoT with is the development of a new transit hub in proximity to the Providence Amtrak Station. Through the task orders, the Commerce Corporation intends to utilize the services of JLL to assist with the outreach to the developer community to identify and promote the development opportunity, structure the data requirements that a successful solicitation will require in order to be favorably received by developers, and to draft the Request for Proposals that RIDoT will issue to solicit the private investment in this first-of-a kind transit project in Rhode Island. These services are within the scope of the existing quantity, time and material contract with JLL.

The Commerce Corporation will be issuing discrete task orders to JLL to accomplish this effort. The total amount of this engagement will exceed \$20,000, but continues to evolve as stakeholder and private sector input increases. Nonetheless, the total is not expected to exceed \$250,000. RIDoT will reimburse the Commerce Corporation for this contract effort in accordance with the aforementioned MOU.

VOTE OF THE BOARD OF DIRECTORS
OF THE RHODE ISLAND COMMERCE CORPORATION

February 22, 2015

APPROVED

VOTED: To approve the engagement of Jones Lang Lasalle in relation to a transit hub project pursuant to the Resolution attached hereto.

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE RHODE ISLAND COMMERCE CORPORATION**

February 22, 2016

(With Respect to Authority to Expend Funds in Relation to a Transit Hub Project)

WHEREAS, the Rhode Island Commerce Corporation (the “Corporation”) in 2014 issued a request for proposal for Economic Development and Real Estate Consulting Services and subsequently entered into a contract with, among others, Jones Lang Lasalle for the provision of such services; and

WHEREAS, The Corporation wishes to amend its contracts with JLL to provide services (the “Services”) in relation to the development of a new transit hub in proximity to the Providence Amtrak Station in partnership with the Rhode Island Department of Transportation.

NOW, THEREFORE, be it resolved by the Corporation as follows:

Section 1: Any of the Chairperson, Vice Chairperson, Secretary of Commerce, Chief of Staff, President and COO, Chief Financial Officer and/or Managing Director of Financial Services, acting singly, shall have the authority to negotiate and execute any and all documents as necessary to contract with Jones Lang Lasalle for the Services in an amount not to exceed \$20,000, provided further that this monetary limitation shall only apply to the extent that the Corporation is not reimbursed for such expenditures.

Section 2: This Resolution shall take effect immediately upon passage.

TAB 9

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**RHODE ISLAND COMMERCE CORPORATION
BY-LAWS**

ARTICLE I

NAME, PURPOSE, OFFICES AND SEAL

1.1 Name. The name of this corporation shall be the Rhode Island Commerce Corporation ("Corporation").

1.2 Purpose. The purpose for which the Corporation is organized is to undertake its duties and responsibilities as vested in the Corporation under the General Laws of the State of Rhode Island (the "General Laws"), including but not limited to Chapter 64 of Title 42 of the General Laws known as the Rhode Island Commerce Corporation Act (the "Act"), and to conduct any other lawfully authorized business or activities.

1.3 Registered Office. The registered office of the Corporation shall be in Providence, Rhode Island, or in such other place in the State of Rhode Island as may be designated from time to time by the Board (hereafter defined) of the Corporation.

1.4 Other Offices. The Corporation may also have offices at such other places both within and without the State of Rhode Island as the Board may from time to time determine or the business of the Corporation may require.

1.5 Corporate Seal. The corporate seal shall be in the form of a circle with the name of the corporation and the words "Incorporated Rhode Island" with the year of its incorporation inserted therein.

ARTICLE II

BOARD OF DIRECTORS

2.1 Number. The property, business and affairs of the Corporation shall be managed by a board of directors (the "Board" or the "Board of Directors"), composed of thirteen (13) members (the "directors").

2.2 Appointment of Directors. The Chairperson of the Board shall be designated as provided by the Act. The remaining directors shall be chosen by the Governor in accordance with the Act.

2.3 Tenure. Each director shall hold office for the term for which the director is appointed and until the director's successor shall have been appointed and qualified, or until the director's earlier death, resignation or removal.

2.4 Resignations. Any director may resign the director's office at any time, such resignation to be made in writing to the Chairperson and to take effect from the time of

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its receipt by the Corporation, unless some other later time be fixed in the resignation, and then from that time. The acceptance of a resignation shall not be required to make it effective.

2.5 Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the appointment of a director for the unexpired portion of the term of office of the director whose vacancy is to be filled, such appointment to be made in the manner in which the director whose vacancy is to be filled was appointed or as otherwise provided in the Act.

2.6 Compensation. The directors shall receive no compensation for the performance of their duties, but each director may be reimbursed for his or her reasonable expenses incurred in carrying out those duties. A director may engage in private employment, or in a profession or business.

2.7 Powers. The business of the Corporation shall be managed by the directors who shall have and may exercise all the powers of the Corporation.

2.8 Regular and Special Meetings. The regular and special meetings of the directors for the transaction of business as may come before the directors shall be held at such place or places, within the State of Rhode Island, as may be determined by the directors.

2.9 Annual Meeting. An annual meeting of the directors shall be held during the month of September of each year.

2.10 Time of Meetings. Regular meetings of the Board of Directors shall be held at least once in each fiscal quarter at the call of the Chairperson, Vice Chairperson or Secretary of the Corporation. Special meetings may be called for any purpose or purposes by the Chairperson, Vice Chairperson or Secretary, however, such meetings shall be called by the Chairperson, Vice Chairperson or Secretary upon the written request of at least two (2) members of the Board of Directors at a time not later than fourteen (14) days after the receipt by the Chairperson, Vice Chairperson or Secretary of such request. Any such request for a special meeting shall state the purpose or purposes of the proposed special meeting.

2.11 Notice of Meetings. Written notice of each meeting, whether regular or special, stating the place, day and hour of the meeting, together with a copy of the agenda for such meeting, or in the absence of such agenda a written statement of the purpose or purposes of the meeting, shall be given by or at the direction of the Chairperson, Vice Chairperson or Secretary, to each member of the Board of Directors by electronic mail, hand delivery, overnight delivery service, or by depositing the same in the United States mail, postage prepaid, not later than the fifth day prior to the date of such meeting. If the Chairperson or Vice-Chairperson shall determine that the holding of a meeting is of an emergency nature, such notice may be given by electronic mail, hand delivery or

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overnight delivery service sent to each member. Notice of all meetings will be posted in accordance with the requirements of the General Laws.

2.12 Quorum. A majority of the number of directors then holding office shall constitute a quorum for the transaction of business. If a quorum is not present, the members of the Board then present shall have the power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. At any such adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally called. If the adjournment is for more than ten (10) days, a notice of the adjourned meeting shall be given to each member of the Board of Directors. The act of the majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the Act or these bylaws.

2.13 Agendas. Except as hereinafter specifically provided, the agenda for each meeting of the Board shall be prepared by the Secretary and approved by the Chairperson or his or her designee. The Secretary shall include in any such agenda any matter which the Board of Directors has previously voted to include thereon. With the consent of a majority of the members of the Board of Directors, a matter not on the agenda may be considered at any regular or special meeting of the Board of Directors.

ARTICLE III

COMMITTEES

3.1 Committees. The directors may designate one or more committees, consisting of one or more directors of the corporation or such other persons as permitted by the Board of Directors, provided that the membership of each committee shall be comprised of more directors than non-directors. Such committees shall include an audit committee and may include, but need not include and need not be limited to, an investment committee and access to capital committee. The Board may prescribe for any committee such power and authority as may properly be granted to such committees in the management of the business and affairs of the Corporation.

3.2 Selection; Vacancies. The members of each committee shall be selected by and serve at the pleasure of the Chairperson of the Board of Directors. The Chairperson shall also designate a chair for each committee from among the directors serving on such committee.

3.3 Procedure. Except to the extent otherwise provided in the Act, these bylaws or resolution, each committee may fix its own rules and procedures.

3.4 Quorum. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum. The vote of a majority of the members present at a meeting of a committee at which is a quorum is present shall be the act of the committee.

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ARTICLE IV

NOTICES

4.1 Delivery. Whenever, under the provisions of the Act, the General Laws or of these by-laws, notice is required to be given to any director, such notice shall be written and shall be delivered either by electronic mail, by overnight delivery service or by mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at the director's last known address with postage thereon prepaid.

4.2 Waiver. Whenever any notice to a director is required to be given under the provisions of the Act, the General Laws or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting except when the director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE V

OFFICERS

5.1 Principal Officers. The officers of the Corporation shall include a Chairperson, a Vice Chairperson, a Treasurer, and a Secretary (the "Principal Officers").

5.2 Duties of Chairperson. The Chairperson shall supervise and conduct the business and affairs of the Board of Directors, and shall preside at all meetings of the Board of Directors. The Chairperson shall exercise the powers and perform the duties set forth in these bylaws and such other duties as usually devolve upon the presiding officer of a deliberative body. The Chairperson shall designate a Vice Chairperson to serve at the pleasure of the Chairperson. The Chairperson shall also have the authority to designate another director to serve as the presiding officer and chair at any Board meeting at which the Chairperson and Vice Chairperson are unable to attend.

5.3 Duties of Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall perform the duties of the Chairperson. The Vice Chairperson shall perform such further duties from time to time assigned to him or her by the Chairperson.

5.4 Duties of the Treasurer. The Treasurer shall be responsible for ensuring that the Board of Directors receives appropriate reporting on the financial affairs of the Corporation in order that the Board may conduct appropriate and sound financial oversight of the Corporation.

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5.5 Duties of Secretary. The Secretary shall attend the meetings of the Board of Directors and record all the proceedings of the meetings of the Board of Directors. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the directors. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature. The directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature.

5.6 Other Officers. The Corporation shall have such other officers as required under the Act, including a Chief Executive Officer, and may have such other officers as the Chief Executive Officer or Chairperson may appoint from time to time, including a President and Chief Operating Officer.

5.7 Term. The Principal Officers of the Corporation shall hold office until their successors are chosen and qualified or until their earlier death, resignation or removal. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the directors entitled to vote therefore. Any officer appointed by the Chief Executive Officer or Chairperson may be removed at any time by the Chief Executive Officer or Chairperson. Any vacancy occurring in any office of the Corporation shall be filled in accordance with the Act and/or these bylaws.

ARTICLE VI

INDEMNIFICATION

6.1 Right to Indemnification. The Corporation shall, to the fullest extent authorized or permitted by applicable law from time to time in effect (but, in the case of any amendment of such law, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment) indemnify any and all persons who may serve or who have served at any time as directors, officers or employees of the Corporation or any employee of the Rhode Island Executive Office of Commerce acting as an agent for the Corporation, and any directors or officers of the Corporation who at the request of the Corporation may serve or at any time have served as agents or fiduciaries of an employee benefit plan of the Corporation (such persons may be referred to hereafter as, the "Indemnitee"), from and against any and all of the expenses, liabilities or other matters referred to in or covered by law whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, manager, officer, employee or agent. The Corporation may also indemnify any and all other persons whom it shall have power to indemnify under any applicable law from time to time in effect to the extent authorized or permitted by such law. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under any provision of the articles of incorporation, other bylaw, agreement,

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vote of disinterested directors, federal or state law, or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, and shall be contract rights and continue as to a person who has ceased to be a director, manager, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

For purposes of this Article any reference to “fines”, “liability” and “expenses” shall include any excise taxes, penalties, claims, liabilities and reasonable expenses (including reasonable legal fees and related expenses) assessed against or incurred by a person with respect to any employee benefit plan.

6.2 Right of Claimant to Bring Suit. If a claim under this Article is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be fourteen days, the Indemnatee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Indemnatee shall be entitled to be paid also the expense of prosecuting or defending such suit. In any suit brought by the Indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the Indemnatee to enforce a right to an advancement of expenses) it shall be a defense that the Indemnatee has not met any applicable standard for indemnification set forth in applicable law. Any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the Corporation shall be entitled to recover such expenses upon a final adjudication that, the Indemnatee has not met any applicable standard for indemnification set forth in applicable law. Neither the failure of the Corporation (including its Board of Directors, a committee thereof or independent legal counsel) to have made a determination prior to the commencement of such suit that indemnification of the Indemnatee is proper in the circumstances because the Indemnatee has met the applicable standard of conduct set forth in applicable law, nor an actual determination by the Corporation (including its Board of Directors, a committee thereof or independent legal counsel) that the Indemnatee has not met such applicable standard of conduct, shall create a presumption that the Indemnatee has not met the applicable standard of conduct or, in the case of such a suit brought by the Indemnatee, be a defense to such suit. In any suit brought by the Indemnatee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the Indemnatee is not entitled to be indemnified, or to such advancement of expenses, under this Article or otherwise shall be on the Corporation.

6.3 No Limitation. The indemnification provided in this Article shall inure to each person referred to herein, whether or not the person is serving in any of the enumerated capacities at the time such expenses (including attorneys' fees), judgments, fines or amounts paid in settlement are imposed or incurred, and provided, however, the claim asserted against him or her is based on matters which occurred on or after January 1,

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2013. None of the provisions of this Article shall be construed as a limitation upon the right of the Corporation to exercise its general power to enter into a contract or understanding of indemnity with a director, officer, employee, agent or any other person in any proper case not provided for herein. Each person who shall act or have acted as an Indemnitee of the Corporation shall be deemed to be doing so in reliance upon such right of indemnification.

6.4 Indemnification Contracts. The Board of Directors is authorized to enter into a contract with any director, manager, officer, employee or agent of the Corporation, or any person serving at the request of the Corporation as a director, manager officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, providing for indemnification rights equivalent to those provided for in this Article.

6.5 Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any such director, manager, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the Chapter 1.2 of Title 7 of the General Laws.

6.6 Effect of Amendment. Any amendment, repeal or modification of any provision of this Article by the directors of the Corporation shall not adversely affect any right or protection of an Indemnitee of the Corporation existing at the time of such amendment, repeal or modification.

6.7 Savings Clause. If this Article or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director, manager, officer, employee and agent of the Corporation as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the fullest extent permitted by any applicable portion of this Article that shall not have been invalidated and to the fullest extent authorized or permitted by applicable law.

ARTICLE VII

GENERAL PROVISIONS

7.1 Checks. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the directors may from time to time designate.

7.2 Fiscal Year. The fiscal year of the Corporation shall be the fiscal year of the State of Rhode Island.

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7.3 Amendments. To the extent permitted by the General Laws, these bylaws may be added to, amended or repealed at any meeting of the Board of Directors subject to the limitations provided in Article VI.